



Commonwealth Edison
One First National Plaza, Chicago, Illinois
Address Reply to: Post Office Box 767
Chicago, Illinois 60690 - 0767

March 4, 1994

RECORDATION NO. 18716-6 FILED 1425

MAR 7 1994 -2 45 PM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

RECEIVED
OFFICE OF THE
SECRETARY
MAR 7 2 40 PM '94

Office of the Secretary
Recordations Unit
Interstate Commerce Commission
Room 2303
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee

0100131081

Dear Ms. Lee:

In accordance with the provisions of Section 11303 of Title 49 of the U.S. Code, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder ("Rules and Regulations"), enclosed herewith for filing and recordation are two executed and acknowledged originals of a Unit Leasing Record No. 2 (the "Unit Leasing Record No. 2").

The Unit Leasing Record No. 2 is a secondary document as defined in the Rules and Regulations, and relates to a Lease Agreement, a primary document, dated as of February 1, 1994, between Hero Leasing, Limited Partnership, as lessor, and Commonwealth Edison Company, as lessee, which has been assigned Recordation Number 18716.

The names and addresses of the parties to the Unit Leasing Record No. 2 are as follows:

Lessor: Hero Leasing, Limited Partnership
c/o ML Leasing Equipment Corp.
North Tower -- 27th Floor
World Financial Center
250 Vesey Street
New York, New York 10281-1327

Lessee: Commonwealth Edison Company
One First National Plaza
10 South Dearborn
Chicago, Illinois 60603

Countersigned
Paul G. [Signature]

Office of the Secretary
March 4, 1994
Page 2

A description of the railroad equipment covered by the Unit Leasing Record No. 2 is as follows: One hundred thirty-five (135) new 121-ton, aluminum-sided, rotary dump gondola "coalporter" cars bearing identification marks and numbers CWEX 2553, 2555, 2678, 2686-2817, inclusive, A.A.R. car type J312.

A filing fee of \$18.00 is enclosed to cover the required recordation fee. Please return the duplicate copy of this letter and the original copy of the enclosed document not needed by the Commission for recordation to the bearer of this letter.

A short summary of the Unit Leasing Record No. 2 to appear in the index follows:

Unit Leasing Record No. 2 between Hero Leasing, Limited Partnership, c/o ML Leasing Equipment Corp., North Tower -- 27th Floor, World Financial Center, 250 Vesey Street, New York, New York 10281-1327 and Commonwealth Edison Company, One First National Plaza, 10 South Dearborn Street, Chicago, Illinois 60603, covering 135 121-ton, aluminum-sided, rotary dump gondola "coalporter" cars bearing identification marks and numbers CWEX 2553, 2555, 2678, 2686-2817, inclusive, A.A.R. car type J312.

Very truly yours,

COMMONWEALTH EDISON COMPANY

By: Patricia L. Kamping
Patricia L. Kamping
Assistant Treasurer

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

3/7/94

OFFICE OF THE SECRETARY

Patricia L Kampling
Assistant Treasurer
Commonwealth Edison
One First Natl. Plaza
Chicago, Illinois 60690
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 3/7/94 at 2:45pm, and assigned
recording number(s). 18716-C

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

UNIT LEASING RECORD to the
Lease Agreement, dated as
of February 1, 1994, between
Hero Leasing, Limited
Partnership, as lessor,
and Commonwealth Edison Company, as
lessee (the "Lease Agreement")

Lessor: Hero Leasing, Limited Partnership
Lessee: Commonwealth Edison Company

RECORDATION NO. 18716-C FILED 1425

MAR 7 1994 -2 45 PM

INTERSTATE COMMERCE COMMISSION

A. ULR No.: 2
Effective Date of this Unit
Leasing Record ("ULR") March 9, 1994.

B. PLEASE COMPLETE THE FOLLOWING STATEMENTS, IF APPLICABLE:

1. This ULR relates to Bill of Sale and Invoice dated
February 28, 1994

EQUIPMENT DESCRIPTION AND RENTAL INFORMATION

C. Type of Equipment (use category specified in Exhibit A to the Lease Agreement):

Railcars

D. Specific Description: (see Schedule A hereto)

E. Location of
Equipment:

Wyoming
State

Laramie
County

Cheyenne
City

F. Basic
Cost

Additional
Charges

Sale & Use
Tax

Acquisition
Cost

\$5,941,435.50 + \$60,637.09 + \$0.00 = \$6,002,072.59

- G. If the Effective Date of this ULR is after the first day of the month and prior to the Lease Rate Date in such month, the partial first month's Basic Rent for Equipment placed under lease by this ULR will be paid from the date of this ULR until the end of the month on the Basic Rent Payment Date in such month. If the Effective Date of this ULR falls on or after the Lease Rate Date, the partial first month's Basic Rent will be paid from the date of this ULR until the end of the month on the next succeeding Basic Rent Payment Date.
- H. The Initial Term, Extended Term and Renewal Term for the Equipment placed under lease pursuant to this ULR will be in accordance with Exhibit A to the Lease Agreement.
- I. The Basic Rent is as defined in the Lease Agreement. The Monthly Rent Component will be in accordance with the definition set forth in the Lease Agreement.
- J. The Equipment will be fully amortized as of the last day of the Lease Term on March 31, 2024.
- K. The Basic Rent for the Renewal Term (after the Equipment is fully amortized) equals fair market rental value.
- L. Termination of the lease of the Equipment leased pursuant to this ULR will be in accordance with the Lease Agreement.

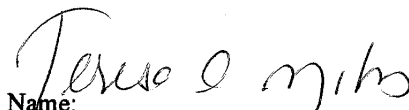
M. ACKNOWLEDGEMENT AND EXECUTION

The undersigned Lessor hereby leases to the undersigned Lessee, and the Lessee acknowledges delivery to it in good condition of the Equipment described on this ULR. The Lessee agrees to pay the Basic Rent, Additional Rent and additional payments set forth in the Lease Agreement. The covenants, terms and conditions of this lease are those appearing in the Lease Agreement between the undersigned Lessor and Lessee, which covenants, terms and conditions are hereby incorporated by reference. The terms used herein have the meaning assigned to them in the Lease Agreement.

Commonwealth Edison Company,
Lessee

By: 
Name: Patricia L. Kampling
Title: Assistant Treasurer

Hero Leasing, Limited Partnership, Lessor
By Hero Capital, Inc., its General Partner

By: 
Name: **TERESA A. MILES**
Title: **VICE PRESIDENT AND
ASSISTANT SECRETARY**

State of Illinois)
) ss.:
County of Cook)

On this 3rd day of March, 1994, before me personally appeared Patricia L. Kampling, to me personally known, who being by me duly sworn, says that she is the Assistant Treasurer of Commonwealth Edison Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Notary Public

My Commission Expires: 7-21-96

State of New York)
) ss.:
County of New York)

On this 4th day of March, 1994, before me personally appeared Teresa A. Miles, to me personally known, who being by me duly sworn, says that he/she is the Vice President of Hero Capital, Inc., the general partner of Hero Leasing, Limited Partnership, that the seal affixed to the foregoing instrument is the corporate seal of said general partner, that said instrument was signed and sealed on behalf of Hero Leasing, Limited Partnership, by said general partner by the authority of said general partner's Board of Directors, and acknowledged that the execution of the foregoing instrument was the free act and deed of said general partner on behalf of Hero Leasing, Limited Partnership.

(SEAL)

Gayle H. Serra
Notary Public

GAYLE H. SERRA
NOTARY PUBLIC, State of New York
No. 01SE5019359
Qualified in Richmond County
Commission Expires Oct. 18, 1995

My Commission Expires:

Schedule A

JohnstownAmerica Corporation
FREIGHT CAR DIVISION

February 28, 1994

Mr. Scott D. Payant
Treasurer's Staff
Commonwealth Edison Company
One First National Plaza
10 South Dearborn, 38th Floor East
Chicago, IL 60603

Subject: 135 Aluminum BethGon Coalporter Cars
Commonwealth Edison Company
Purchase Order No.: 348902
JAC Order No.: 1400-682

Dear Mr. Payant;

Enclosed for payment by Hero Leasing, Limited Partnership is invoice number 1000-2376 dated February 28, 1994, in the amount \$6,001,450.00 covering one-hundred and thirty-five (135) Aluminum BethGon Coalporter Cars.

Also being delivered to you herewith is one (1) original Certificate of Acceptance for the one-hundred and thirty-five (135) cars and, in escrow, is one (1) executed Bill of Sale from Johnstown America Corporation to Hero Leasing. You are instructed to hold these documents in escrow pending Johnstown America Corporation's confirmed receipt of payment for the cars.

All payments to Johnstown America Corporation should be made by wire transfer to the following account on or before March 30, 1994.

Johnstown America Corporation
Collection Account 152-3807
Mellon Bank
ABA Number 043-0000-261
Pittsburgh, Pennsylvania

Very truly yours,



Michael P. Siska, Jr., Director
Marketing & Sales Administration

GTM:ckm
Enclosures

17 Johns Street, Johnstown, PA 15901 814-533-5000 1-800-458-2235 FAX 814-533-5010

NO. 517 002

JOHNSTOWN AMERICA + 312 394 4082

11:24

03/03/94

Invoice Date

02/28/94

INVOICE

Johnstown America Corporation
Freight Car Division

Our Invoice #

1000-2376

Customer #

SC93004

Your P.O. #

348902

Our Contract #

DF-1400-682

Sold To:

Hero Leasing, Limited Partnership
C/O ML Leasing Equipment
Project and Lease Finance Group
North Tower, 27th Floor
World Financial Center
New York, NY 10281-1327

Remit To:

JOHNSTOWN AMERICA CORPORATION
P.O. Box 360517
PITTSBURGH, PA. 15251-6517
PLEASE SHOW ON REMITTANCE
ACCOUNT SC93004

Delivery Terms:

FOB 1% 10 DAYS NE **PAID**
Johnstown, PA State Prepay & Add

Total Invoice Amount

\$6,001,450.00

Payment Date

03/30/94

SH#: 1

Line #	Description	Manifest # (See Attached)	Quantity	Unit Price	Amount
1	ALUMINUM BETHGON COALPORTERS		20 EA	44531.00	\$890,620.00
2	ALUMINUM BETHGON COALPORTERS		115 EA	44442.00	\$5110830.00
					1% Discount (60,014.50)
					Day → \$ 5,941,435.50
Invoice must be paid by wire transfer to Johnstown America on 2/28/94 3/9/94					

CUSTOMER

FOD 1000

NO. 517 004

JOHNSTOWN AMERICA + 312 394 4082

11:25

03/03/94

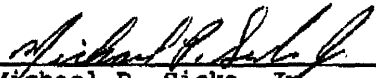
BILL OF SALE

Johnstown America Corporation, a Delaware corporation (hereinafter called the "Vendor"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to it paid, the receipt and sufficiency of which are hereby acknowledged, does hereby sell, assign, transfer and set over to the Hero Leasing, Limited Partnership (hereinafter called the "Purchaser") all right, title and interest of the Vendor in and to the railroad equipment described in Schedule A attached hereto (hereinafter called the "Equipment").

The Vendor hereby warrants to the Purchaser, its successors and assigns, that on the date hereof the Vendor had legal title in and to each unit Equipment and good and lawful right to sell the same, that title to each unit of Equipment on such date was free from all claims, liens, encumbrances, security interests and rights of others of any nature (collectively the "Liens") other through or under the Purchaser, and that the Vendor will defend such title to the Equipment forever against all adverse claims and demands whatsoever.

IN WITNESS WHEREOF, the Vendor has caused this instrument to be signed by a duly authorized officer and its corporate seal to be hereunto affixed and duly attested, this ____ day of _____ 1994.

JOHNSTOWN AMERICA CORPORATION

By 
Michael P. Siska, Jr.
Director, Marketing and
Sales Administration

SCHEDULE A TO BILL OF SALE

<u>Description</u>	<u>Units</u>	<u>Car Numbers</u>
New Aluminum		2553 Inclusive
BethGon	135	2555 Inclusive
Coalporter Cars		2678 Inclusive
		2686 - 2817 Inclusive

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I have been appointed as the duly authorized representative of Commonwealth Edison Company (the "Purchaser") for the purpose of inspecting the units of railroad equipment described below (the "Cars") which are referred to in the Purchase Order 348902 dated December 22, 1993 (the "Purchase Order") between Johnstown America Corporation (the "Manufacturer"), and the Purchaser, and for the purpose of accepting the Cars under the Purchase Order.

I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethlehem Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 75
Reporting Marks: CNEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>2553</u>	<u>43900</u>	<u>2698</u>	<u>43900</u>
<u>2678</u>	<u>43900</u>	<u>2699</u>	<u>43900</u>
<u>2686</u>	<u>44000</u>	<u>2700</u>	<u>43900</u>
<u>2687</u>	<u>44100</u>	<u>2701</u>	<u>44000</u>
<u>2688</u>	<u>44100</u>	<u>2702</u>	<u>43900</u>
<u>2689</u>	<u>43900</u>	<u>2703</u>	<u>43900</u>
<u>2690</u>	<u>43800</u>	<u>2704</u>	<u>44000</u>
<u>2691</u>	<u>44000</u>	<u>2705</u>	<u>44000</u>
<u>2692</u>	<u>44000</u>	<u>2706</u>	<u>43900</u>
<u>2693</u>	<u>44000</u>	<u>2707</u>	<u>43900</u>
<u>2694</u>	<u>44000</u>	<u>2708</u>	<u>43800</u>
<u>2695</u>	<u>44100</u>	<u>2709</u>	<u>43900</u>
<u>2696</u>	<u>43900</u>	<u>2710</u>	<u>43900</u>
<u>2697</u>	<u>44000</u>	<u>2712</u>	<u>44100</u>

Page 1 of 3

Date Accepted: February 22, 1994

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>2713</u>	<u>44000</u>	<u>2738</u>	<u>43800</u>
<u>2714</u>	<u>43900</u>	<u>2739</u>	<u>44100</u>
<u>2715</u>	<u>43900</u>	<u>2740</u>	<u>43800</u>
<u>2716</u>	<u>43900</u>	<u>2741</u>	<u>44000</u>
<u>2717</u>	<u>44000</u>	<u>2742</u>	<u>43900</u>
<u>2718</u>	<u>43800</u>	<u>2743</u>	<u>44000</u>
<u>2719</u>	<u>43800</u>	<u>2744</u>	<u>44000</u>
<u>2720</u>	<u>44000</u>	<u>2746</u>	<u>44000</u>
<u>2721</u>	<u>44000</u>	<u>2747</u>	<u>43900</u>
<u>2727</u>	<u>43900</u>	<u>2748</u>	<u>43900</u>
<u>2728</u>	<u>44000</u>	<u>2749</u>	<u>43900</u>
<u>2729</u>	<u>44200</u>	<u>2750</u>	<u>43800</u>
<u>2730</u>	<u>44000</u>	<u>2751</u>	<u>43800</u>
<u>2731</u>	<u>44000</u>	<u>2752</u>	<u>43900</u>
<u>2732</u>	<u>44100</u>	<u>2753</u>	<u>43900</u>
<u>2733</u>	<u>44000</u>	<u>2754</u>	<u>44000</u>
<u>2734</u>	<u>44000</u>	<u>2755</u>	<u>43800</u>
<u>2735</u>	<u>44000</u>	<u>2756</u>	<u>43900</u>
<u>2736</u>	<u>43900</u>	<u>2758</u>	<u>44000</u>
<u>2737</u>	<u>43900</u>	<u>2759</u>	<u>43900</u>

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I have been appointed as the duly authorized representative of Commonwealth Edison Company (the "Purchaser") for the purpose of inspecting the units of railroad equipment described below (the "Cars") which are referred to in the Purchase Order 348902 dated December 22, 1993 (the "Purchase Order") between Johnstown America Corporation (the "Manufacturer"), and the Purchaser, and for the purpose of accepting the Cars under the Purchase Order.

I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 60
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>2555</u>	<u>43800</u>	<u>2772</u>	<u>44000</u>
<u>2711</u>	<u>44000</u>	<u>2773</u>	<u>44000</u>
<u>2722</u>	<u>44000</u>	<u>2774</u>	<u>44000</u>
<u>2723</u>	<u>43900</u>	<u>2775</u>	<u>43900</u>
<u>2724</u>	<u>44000</u>	<u>2776</u>	<u>43900</u>
<u>2725</u>	<u>43900</u>	<u>2777</u>	<u>43900</u>
<u>2726</u>	<u>44000</u>	<u>2778</u>	<u>43900</u>
<u>2745</u>	<u>44000</u>	<u>2779</u>	<u>43900</u>
<u>2757</u>	<u>43800</u>	<u>2780</u>	<u>43900</u>
<u>2767</u>	<u>44100</u>	<u>2781</u>	<u>44000</u>
<u>2768</u>	<u>43900</u>	<u>2782</u>	<u>43900</u>
<u>2769</u>	<u>43900</u>	<u>2783</u>	<u>44000</u>
<u>2770</u>	<u>43900</u>	<u>2784</u>	<u>44000</u>
<u>2771</u>	<u>43900</u>	<u>2785</u>	<u>43900</u>

Car Numbers	Car Weights	Car Numbers	Car Weights
2786	43900	2806	43800
2787	44000	2807	44000
2788	43800	2808	43900
2789	44100	2809	43900
2790	43800	2810	43900
2791	43800	2811	43800
2792	43800	2812	43800
2793	43800	2813	43800
2794	43900	2814	43800
2795	43900	2815	43900
2796	43800	2816	43800
2797	43700	2817	43800
2798	43800		
2799	43900		
2800	43800		
2801	43900		
2802	43800		
2803	43700		
2804	43800		
2805	43900		

Execution and delivery of this Certificate of Inspection and Acceptance shall not constitute a release or waiver of any rights of the Purchaser against the Manufacturer, whether arising under the Purchase Order, under any other document or agreement between such parties or under law, including without limitation any provisions of the Uniform Commercial Code.


Authorized Representative of Purchaser

Date Accepted: February 25, 1994

Page 2 of 2